

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

LEMON BAY PARTNERS, LLP,)	Case No. 1:05-cv-00327-GMS
)	
Plaintiff,)	
)	
- against -)	
)	
BRUCE L. HAMMONDS, KENNETH A.)	
VECCHIONE, RICHARD K. STRUTHERS,)	
JOHN R. COCHRAN, III, LANCE L.)	
WEAVER, CHARLES C. KRULAK,)	
MICHAEL G. RHODES, JOHN W.)	
SCHEFLEN, JAMES H. BERICK, MARY M.)	
BOIES, BENJAMIN R. CIVILETTI, WILLIAM)	
L. JEWS, RANDOLPH D. LERNER, STUART)	
L. MARKOWITZ, WILLIAM B. MILSTEAD,)	
LAURA S. UNGER AND THOMAS G.)	
MURDOUGH,)	
)	
Defendants,)	
)	
- and -)	
)	
MBNA CORP.,)	
)	
Nominal Defendant.)	
_____)	

[Caption continued on following page.]

DONALD F. BENOIT, Derivatively On Behalf of MBNA CORPORATION,) Case No. 1:05-cv-00361-GMS

Plaintiff,

vs.

BRUCE L. HAMMONDS, JOHN R.
COCHRAN, III, RICHARD K. STRUTHERS,
KENNETH A. VECCHIONE, LANCE L.
WEAVER, CHARLES C. KRULAK,
MICHAEL G. RHODES, JOHN W.
SCHEFLEN, JAMES H. BERICK, MARY M.
BOIES, BENJAMIN R. CIVILETTI, WILLIAM
L. JEWS, RANDOLPH D. LERNER, STUART
L. MARKOWITZ, WILLIAM B. MILSTEAD,
LAURA S. UNGER AND THOMAS G.
MURDOUGH,

Defendants,

- and -

MBNA CORPORATION, a Maryland
corporation,

Nominal Defendant.

**STIPULATED ORDER CONSOLIDATING ACTIONS AND APPOINTING CO-LEAD
COUNSEL**

TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

Pursuant to the agreement of the parties, as evidenced by the signature of counsel hereto, and subject to Court approval, and in accordance with Fed. R. Civ. P. 42, it is hereby ordered:

1. There are presently two related shareholder derivative actions against certain of the officers and directors of MBNA Corporation ("MBNA") pending in this Court.

2. In an effort to ensure consistent rulings and decisions and avoid unnecessary duplication of effort, all parties in the related MBNA shareholder derivative actions currently pending in this Court enter into this stipulation.

3. The following actions involve common questions of law and fact and therefore are consolidated for all purposes, including pre-trial proceedings and trial, pursuant to Fed. R. Civ. P. 42(a):

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Lemon Bay Partners v. Hammonds, et al.</i>	1:05-cv-00327-GMS	May 25, 2005
<i>Benoit v. Hammonds, et al.</i>	1:05-cv-00361-GMS	June 6, 2005

4. Every pleading filed in these consolidated actions, or in any separate action included herein, shall bear the following caption:

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE MBNA CORPORATION)	Lead Case No. 1:05-cv-00327-GMS
DERIVATIVE AND CLASS LITIGATION)	
_____)	
This Document Relates To:)	
)	
ALL ACTIONS.)	
_____)	

5. The files of these consolidated actions shall be maintained in one file under Lead Case File No. 1:05-cv-00327-GMS.

6. Plaintiffs shall file a Consolidated Derivative and Class Complaint ("Complaint") no later than 60 days from the date of entry of this Order, unless otherwise agreed between the parties and approved by the Court, which shall be deemed the operative complaint, superceding all complaints filed in any of the actions consolidated hereunder. Defendants shall have 60 days after the filing and service of the Complaint to answer, move to dismiss or otherwise respond to the Complaint. In the event that defendants file and serve a motion to dismiss the Complaint, plaintiffs shall file and serve their answering brief within 45 days after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' answering brief, they will do so within 30 days after plaintiffs' service of their answering brief.

7. The Co-Lead Counsel for plaintiffs in these consolidated actions is:

ROBBINS UMEDA & FINK, LLP
BRIAN J. ROBBINS
JEFFREY P. FINK
610 West Ash Street, Suite 1800
San Diego, CA 92101
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PASKOWITZ & ASSOCIATES
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60 East 42nd Street, 46th Floor
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8. Plaintiffs' Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding pre-trial procedure, trial and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

9. Plaintiffs' Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion, request for discovery, or other pre-trial or trial proceedings shall be initiated or filed by any plaintiffs except through plaintiffs' Co-Lead Counsel.

10. The Liaison Counsel for plaintiffs in these consolidated actions is:

CHIMICLES & TIKELLIS, LLP
PAMELA S. TIKELLIS
ROBERT J. KRINER, JR.
A. ZACHARY NAYLOR
ROBERT R. DAVIS
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P.O. Box 1035
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11. Plaintiffs' Liaison Counsel shall be available and responsible for communications by plaintiffs to and from this Court, including distributing orders and other directions from the Court to plaintiffs' counsel. Plaintiffs' Liaison Counsel shall be responsible for creating and maintaining a master service list of all parties and their respective counsel.

12. Defendants' counsel may rely upon all agreements made with any of plaintiffs' Co-Lead Counsel, or other duly authorized representative of plaintiffs' Co-Lead Counsel, and such agreements shall be binding on plaintiffs.

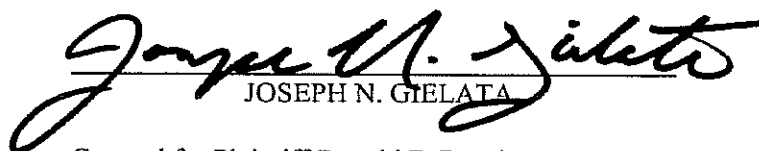
13. Defendants' counsel shall appear for and accept service on behalf of each of their clients not already served without waiving any jurisdictional rights.

14. This Order shall apply to each shareholder derivative and state law based class action arising out of the same or substantially the same transactions or events as these cases that is subsequently filed in, removed to or transferred to this Court.

15. When a case which properly belongs as part of the *In re MBNA Corporation Derivative and Class Litigation*, Lead Case No. 1:05-cv-00327-GMS, is hereafter filed in the Court or transferred here from another court, this Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing or transfer of any case which might properly be consolidated as part of the *In re MBNA Corporation Derivative and Class Litigation*, Lead Case No. 1:05-cv-00327-GMS, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

DATED: August ²³__, 2005

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ATTORNEY AT LAW



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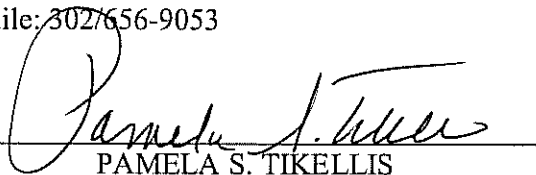
Counsel for Plaintiff Donald F. Benoit and
[Proposed] Co-Lead Counsel for Plaintiffs

DATED: August __, 2005

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DATED: August ____, 2005

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Vecchione, Richard K. Struthers, John R. Cochran,
III, Lance L. Weaver, Charles C. Krulak, Michael
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DATED: August __, 2005

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Randolph D. Lerner, Stuart L. Markowitz, William
B. Milstead, Laura S. Unger and Thomas G.
Murdough

ORDER

The above stipulation having been considered, and good cause appearing therefore,

IT IS SO ORDERED.

DATED

HONORABLE GREGORY M. SLEET
DISTRICT COURT JUDGE